

**MINUTES OF THE MEETING OF THE
UNIFORM COMMERCIAL CODE COMMITTEE
OF THE BUSINESS LAW SECTION
OF THE STATE BAR OF CALIFORNIA**

**November 8, 2005
(10:30 a.m. to 1:30 p.m.)
Oakland Airport Hilton**

The November 8, 2005 meeting of the Uniform Commercial Code Committee (the “Committee”) was called to order at approximately 10:30 a.m. with Paul Barkes and Arnie Rosenberg presiding.

A. ADMINISTRATIVE MATTERS

1. **Roll Call.** Paul Barkes called out the members’ names and noted their presence or absence. (See page 4 of the minutes for details.)

2. **Appointment of Temporary and Permanent Secretaries.** Jim Cochran was appointed as Secretary to take the minutes of this meeting only. Wansun Song was appointed as Committee Secretary commencing with the next meeting.

3. **Consideration of Minutes of September 9, 2005 Meeting.** Subject to certain corrections to the attendance list, the minutes of the September 9, 2005 meeting were approved.

4. **Future Meeting Dates/Locations.** The Committee set the following dates and locations for the next three meetings: Tuesday, December 13, 2005, at 9:30 a.m. by videoconference in the offices of Pillsbury Winthrop LLP (San Francisco, Los Angeles, Palo Alto and San Diego); Tuesday, January 17, 2006, at 9:30 a.m. by videoconference at locations to be determined; and Tuesday, February 7, 2006, at 9:30 a.m. by videoconference in the offices of Pillsbury Winthrop LLP (San Francisco, Los Angeles, Palo Alto and San Diego). The Committee agreed that, depending on the availability of suitable locations, the January 17, 2006 meeting could be moved to January 10 or 12, 2006 if necessary.

5. **Committee Applications.** The Committee considered the applications to join the Committee submitted by Demetra V. Georgelos and William T. Webb. After extensive discussion, the Committee voted to recommend approval of Demetra Georgelos’ application but not William Webb’s application.

6. **Open Committee Positions.** An updated roster of the current Committee members was distributed with the agenda for the meeting. The Committee now has 25 members plus Harry Sigman. There are two current vacancies. If the Executive Committee approves the nomination of Demetra Georgelos to join the Committee, only one vacancy will remain. Paul Barkes reminded the members that the Committee is still accepting applications to fill that vacancy.

B. SUBCOMMITTEE AND OTHER REPORTS

1. **Deposit Account Control Agreement.** Led by subcommittee chair Doug Krause, the Committee reviewed and discussed the ABA Joint Task Force's 10/12/05 working draft of a model form of simple deposit account control agreement. The Committee discussed a number of possible changes to the first four sections of the draft. Because Doug then had to leave for a work-related meeting, Doug invited Committee members to send him any further comments they might have by email.

2. **Foreign Centralized Filing.** The Committee discussed the subcommittee's 63-page draft report on foreign centralized filing systems and the steps required to complete the report. Subcommittee chair Arnie Rosenberg stated that the next required step was to contact experienced and knowledgeable practitioners in the various countries covered by the report in order to confirm the accuracy of the information in the report. Arnie indicated that in a few cases, this had already been done. Arnie requested that any Committee member who wished to assist in this phase of the project contact him by email.

3. **Mission Statement.** Jim Hayes and Arnie Rosenberg read their most recent draft of a possible revised mission statement for the Committee. Jim and Arnie agreed to distribute copies of their draft in advance of the next meeting so that it could be considered by the Committee at that time.

4. **Uniform Certificate of Title Act.** Subcommittee chair Konrad Schreier reported on the subcommittee was planning to undertake a comparison of the various provisions in the current draft of UCOTA with the numerous provisions of the California Motor Vehicle Code. He stated that this was a huge project and would take some time to complete. The Committee discussed whether, given the uncertain legislative prospects of UCOTA in California, it made sense to invest so much time and effort into that particular undertaking. Konrad stated that he would have the subcommittee consider whether, with a few simple changes, UCOTA might be made more consistent with existing California law, thereby enhancing its prospects for adoption in California and making the planned comparison a more worthwhile effort.

5. **Hidden Liens.** There was no report from this subcommittee. Paul Barks mentioned that current subcommittee chair Bob Anderson was looking for someone to step in as co-chair of the subcommittee and to take the lead in finalizing the hidden liens project that the subcommittee commenced last year. Stacy Hopkins volunteered for that position and agreed to contact Bob to discuss next steps.

6. **Website Development and E-Communications.** Subcommittee chair Jean LeBlanc stated that he had nothing new to report.

7. **Legislative Tracking.** Subcommittee chair Hugh Lawrence stated that there was nothing relevant to report. Although there had been some discussion about changing the overly inclusive search parameters that the subcommittee has been using, Hugh indicated that the current thinking was to leave the search parameters in their current form.

8. **Liaison.** There was no report from this subcommittee.

9. **Publications and Programs.** Subcommittee chair Konrad Schreier mentioned that Arnie Rosenberg is working on a couple of articles (one for a law review and another for an ABA publication), Jim Hayes is working on a Tribal UCC article and Barry Graynor is working on an article of some sort. Audrey Sung added that she was working on an article addressing cross-defaults in equipment leasing syndications.

10. **E-Commerce.** Arnie Rosenberg mentioned that the subcommittee was looking at certain issues relating to the growing commercial practice of “check conversions” (*i.e.*, converting checks into ACH transactions).

C. **PROPOSED SUBCOMMITTEE**

1. **Jury Trial Waiver/Grafton Case.** Paul Barkes asked whether the Committee was interested in forming a new subcommittee to address the relatively recent *Grafton Partners* decision, in which the California Supreme Court held that contractual predispute jury trial waivers are unenforceable in California. Paul indicated that he envisioned the new subcommittee either drafting proposed legislation or supporting others in the Business Law Section who might be interested in doing so. The Committee approved the formation of the new subcommittee. John Oehmke volunteered to chair the new subcommittee, and Paul Barkes and Jim Cochran (among others) volunteered to join the new subcommittee.

D. **EX-COMM. LIAISON UPDATE**

1. **Ex-Comm. Liaison Update.** There was no report from our Executive Committee liaison.

E. **OTHER ITEMS NOT ON AGENDA**

1. **Profiles on State Bar Website.** Paul Barkes mentioned that the Executive Committee had requested that all members of the Committee update their profiles on the California State Bar’s website.

2. **Information in Roster.** Paul Barkes asked each member to take a look at his or her contact information in the current roster and send him any necessary corrections.

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The meeting was adjourned at approximately 1:30 p.m.

Attendance at November 8, 2005 Meeting:

R. Paul Barkes	Present
Arnold Rosenberg	Present
James S. Cochran	Present
Barry A. Dubin	Present
Harry C. Sigman	Absent
Robert B. Anderson	Absent
Ed Christian	Present
Kevin Cops	Absent
Francis X. Ferrer	Absent
Barry A. Graynor	Present
James A. Hayes, Jr.	Present
Stacy Hopkins	Present
David Isenberg	Absent
Doug Krause	Present
Hugh Lawrence	Present
Jean LeBlanc	Present
John Oehmke	Present
Kathleen Rothman	Present
Brenda H. Ruttenberg	Present
Konrad F. Schreier III	Present
Wansun Song	Present
Margreta Sundelin	Present
Audrey L. Sung	Present
Demetria Vong-Spillan	Present
Troy Zander	Absent

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